



## I. Proxy

for the 141<sup>st</sup> Annual General Meeting of  
UBM Development AG, 16 May 2022, 2:00 p.m., Vienna time

**IMPORTANT NOTE:** This proxy does not entitle shareholders to attend the Annual General Meeting personally. Please contact your custodian bank to ensure that the securities mentioned below are duly registered by means of a deposit receipt (record date: 6 May 2022) for participation in the Annual General Meeting.  
**Registration deadline:** 11 May 2022, 24:00 hrs, Vienna time (arrival of deposit receipts)

By granting this proxy, I confirm that I have read the information published by the Company on its website or contained in the convening notice. I confirm that I agree to processing of personal data (name, address, date of birth, number of the securities account, number of shares, number of voting card and e-mail address) in order to enable the exercise of shareholders' rights during the Annual General Meeting.

### Principal (shareholder)

\_\_\_\_\_   
First name, last name / company name

\_\_\_\_\_   
Street name, ZIP code, town/city of residence

\_\_\_\_\_   
Date of birth / register number

\_\_\_\_\_   
Deposit account number

\_\_\_\_\_   
Name of bank

\_\_\_\_\_   
E-mail address (granting of proxy confirms that only the principal has access to this e-mail address)

If you do not issue this proxy as shareholder but as representative of a shareholder, please attach proof of your power of representation (proxy issued by the shareholder, appointment decree from court etc.)

### Granting of proxy

I/We hereby authorize the following independent voting proxy holder to

- exercise the voting rights
- as well as to exercise the right of request and the objection right

with the right to grant sub-proxies and free of the restrictions in the event of multiple representation. The voting right, the right of request and the objection right can only be exercised if the voting proxy holder is instructed to do so. If there are no instructions concerning a resolution proposal, the proxy holder will abstain from the vote. If more than one voting proxy holder is ticked, the proxy shall be considered granted to the first of those ticked:

- Dipl.-Volkswirt, Dipl.-Jur. Florian Beckermann, LL.M.**, c/o IVA, Interessenverband für Anleger  
1130 Vienna, Feldmühlgasse 22  
E-Mail: [beckermann.ubm@hauptversammlung.at](mailto:beckermann.ubm@hauptversammlung.at)
- or **Rechtsanwältin Dr. Ulla Reisch**, c/o Urbanek Lind Schmied Reisch Rechtsanwälte OG  
1030 Vienna, Landstraßer Hauptstraße 1A, Ebene 07, Top 09  
E-Mail: [reisch.ubm@hauptversammlung.at](mailto:reisch.ubm@hauptversammlung.at)
- or **Rechtsanwalt Mag. Gernot Wilfling**, c/o MÜLLER PARTNER RECHTSANWÄLTE GMBH  
1010 Vienna, Rockhgasse 6  
E-Mail: [wilfling.ubm@hauptversammlung.at](mailto:wilfling.ubm@hauptversammlung.at)
- or **Dr. Martin Foussek, LL.M.**, c/o Coown Technologies GmbH  
1040 Vienna, Gußhausstraße 3/2  
E-Mail: [foussek.ubm@hauptversammlung.at](mailto:foussek.ubm@hauptversammlung.at)

### for the following securities

\_\_\_\_\_ **Ordinary shares (ISIN AT0000815402)**  
Number (If not stated, the proxy covers the number stated in the deposit receipt)

**Limits of proxy:**

## II. Instructions

for the 141<sup>st</sup> Annual General Meeting of  
UBM Development AG, 16 May 2022, 2:00 p.m., Vienna time

### Voting instructions for the resolution proposals on the agenda

The voting proxy holder is instructed to exercise my (our) voting rights on the management's (Management Board and Supervisory Board) resolution proposals published on the Company's website as follows:

(Please tick inside the box <input checked="" type="checkbox"/> Do not use a red pen.)		FOR	AGAINST	ABSTAIN
<b>Management resolution proposals</b>				
1.	Presentation of the annual financial statements including the management report and the corporate governance report, the consolidated financial statements including the group management report, the proposal for appropriation of the profits, the non-financial report (ESG sustainability report) and the report prepared by the Supervisory Board for the financial year 2021	No resolution required		
2.	Resolution on the appropriation of profits	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	Resolution on the discharge from liability of the members of the Management Board for the financial year 2021	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	Resolution on the discharge from liability of the members of the Supervisory Board for the financial year 2021	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	Election of the auditor (for the financial statements) and the group auditor (for the consolidated financial statements) for the financial year 2022	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.	Resolution on the remuneration report for the financial year 2021	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.	Resolution on the adjustments and amendments to the remuneration policy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8.	Resolution on the revocation of the existing authorization of the Management Board pursuant to Article 4 (4) of the articles of association (Authorized Capital 2017) and on the simultaneous granting of a new authorization of the Management Board in Article 4 (4) of the articles of association in accordance with Section 169 AktG to increase the share capital of the Company, with the approval of the Supervisory Board, by up to EUR 2,241,654.00 by issuing up to 747,218 new, no-par value bearer shares against cash payment and/or contribution in kind, even in several tranches and also with the possibility of excluding the subscription right, and to determine the issue price, the terms and conditions for the issue, the subscription ratio and the other details of implementation in agreement with the Supervisory Board (Authorized Capital 2022) as well as resolution on the corresponding amendments to the articles of association in Article 4 (4) and on the authorization of the Supervisory Board to adopt amendments to the articles of association resulting from the issue of shares pursuant to the Authorized Capital 2022, whereby the subscription right for overallocation options within the scope of the issue of shares against cash payments shall be excluded.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9.	Resolution on a conditional capital increase excluding subscription rights by up to EUR 2,241,654.00 by issuing up to 747,218 new, no-par value bearer shares pursuant to Section 159 (2) no 1 AktG for the issuance to holders of convertible bonds and the determination of the requirements pursuant to Section 160 (2) AktG as well as on the authorization of the Management Board to determine the further details of the conditional capital increase and its implementation, in particular regarding the terms of the issue and the conversion procedure for the convertible bonds, the possibility of a mandatory conversion, the issue price as well as the exchange or conversion ratio, and resolution on the corresponding amendment to the articles of association by inserting a new paragraph (5b) in Article 4 of the articles of association as well as on the authorization of the Supervisory Board to adopt amendments to the articles of association resulting from the issue of shares pursuant to the conditional capital.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10.	Resolution on the authorization of the Management Board pursuant to Section 174 (2) AktG within five years from the date of the resolution with the approval of the Supervisory Board to issue convertible bonds conferring the right of conversion or subscription for the acquisition of up to 747,218 new, no-par value bearer shares of the Company with a pro rata amount of the share capital of up to EUR 2,241,654.00, even in several tranches, and to determine all further terms, the issue and the conversion procedure with regard to the convertible bonds, the issue price as well as the exchange or conversion ratio. The subscription right of the shareholders is excluded. In addition to a subscription or conversion right, the terms and conditions of the issue may also constitute a mandatory conversion at the end of maturity or at another time. The conversion or subscription rights can be serviced by means of conditional capital or treasury shares (own shares) or a combination of both. The issue price of the convertible bonds is to be determined by means of a market standard price determination scheme in consideration of generally acknowledged methods of mathematical finance.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11.	Resolution on	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	a) the increase of the share capital from company resources (recapitalization) from currently EUR 22,416,540.00 by EUR 29,888,720.00 to EUR 52,305,260.00 by conversion of the other reserves (free reserves) shown in the financial statements as at 31 December 2021 in the amount of EUR 29,888,720.00 without issuing new shares (capital adjustment pursuant to the Capital Adjustment Act), and			
	b) the corresponding adjustment of the articles of association of the Company in Article 4 (1) (amount of share capital).			

